

HILLCREST MEDICAL PLAZA, LLC

Action of the Sole Member by
Written Consent

RECEIVED
WARREN COUNTY
SHERIFF'S OFFICE
11 DEC -8 PM 1:01

December 8, 2011

The undersigned being Sole Member of Hillcrest Medical Plaza, LLC, a New Jersey limited liability company (the "Company"), in lieu of a special meeting, does hereby consent to the adoption of the following resolution by unanimous consent with effect from the date set forth above:

I.

APPOINTMENT OF INMED INVESTORS, LLC AS MANAGING MEMBER

WHEREAS, WH Memorial Parkway, LLC ("WHM") was the owner of fifty percent (50%) of the membership interests of the Company; and

WHEREAS, pursuant to Article 7.1 (b) of the Company's Operating Agreement, WHM was appointed Manager of the Company for so long as WHM is a Member; and,

WHEREAS, on December 8, 2011, WH Memorial Parkway, LLC, assigned to the Company all of its right, title and interest in its membership interest in the Company (the "Assignment"); and

WHEREAS, as a result of the Assignment, Inmed Investors, LLC ("Inmed") is the sole remaining Member of the Company; and

WHEREAS, Article 7.1 (b) of the Company's Operating Agreement provides that in the event that neither WHM nor any other affiliate of Warren Hospital is a Member, that Inmed Investors, LLC ("Inmed") shall have the right to appoint the Manager; and

WHEREAS, the Inmed has determined that it is in the best interest of the Company to appoint Inmed as Manager of the Company;

NOW, THEREFORE, BE IT:

RESOLVED, that Inmed be and is hereby appointed Manager of the Company with the complete and unrestricted power and authority to manage the business, properties and activities of the Company in its sole and exclusive discretion in accordance with Article 7.1 (a) of the Company's Operating Agreement.



INMED INVESTORS, L.L.C.
a New Jersey limited liability company

By: HZFPM, L.L.C, its Managing Member

By: Paul McArthur
Name: Paul McArthur
Title: Managing Member of HZFPM, LLC
its Managing Member

Subscribed and Sworn to me this
Day 8 of December, 2011

Michael J. Portnoy, Esq.
Michael J. Portnoy, Esq.
Attorney-at-Law of the State of New Jersey

Office of the Sheriff

County of Warren
Warren County Courthouse
413 2nd Street
Belvidere, NJ 07823

David P. Gallant, Sheriff
Phone: 908-476-6309
Fax: 908-476-6360
Email: dgallant@co.warren.nj.us



Undersheriffs:
Kenneth J. McCarthy
William D. London

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Michael J. Viscount, Jr., Esq. Sandra Hickman, Paralegal	Michele Lake
COMPANY:	DATE:
Fox Rothschild LLP	12/8/2011
FAX NUMBER:	TOTAL NO. OF PAGES (INCLUDING COVER):
609-348-6834	6
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
609-572-2227/609-348-4515	F 18168
RE:	YOUR REFERENCE NUMBER:
Liberty Bell Capital Via Hillcrest Medical Plaza	Your File #061134.00003

☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

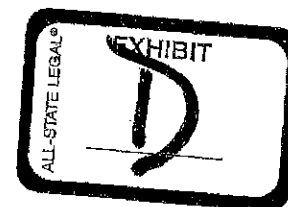
NOTES/COMMENTS:

Mr. Viscount,

Hillcrest Medical Plaza LLC has provided redemption funds to our office at 12:50 pm.

Please see attached confirming documentation. Funds will be deposited today.

Thank you,
Michele Lake



If this message is incomplete please call (908) 473-6393. This message is intended for the use of the addressee and may contain information that is privileged and confidential. If you are not the intended recipient you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone. Thank you.

Office of the Sheriff

County of Warren
Law Enforcement/Corrections Divisions
Warren County Courthouse
413 2nd Street
Belvidere, NJ 07823

David P. Gallant, Sheriff
Phone: 908-475-6309
Fax: 908-475-8380
Email: dgallant@co.warren.nj.us



Undersheriffs:
Kenneth J. McCarthy
William D. Lundon

Warden:
Robert Brothers

December 8, 2011

Michael J. Viscount, Jr., Esq.
FOX ROTHSCHILD, LLP
1301 Atlantic Avenue
Midtown Building, Suite 400
Atlantic City, NJ 08401

Paul McArthur, Managing Member
Hillcrest Medical Plaza LLC
83 Princeton Avenue, #3C
Hopewell, NJ 08505

Re: Liberty Bell Capital
Vs: Hillcrest Medical Plaza, LLC
Docket No. F-000468-11
Sheriff # 18168

To All Concerned Parties:

This will serve to confirm the Warren County Sheriff's Office has received the amount of \$11,479,750.92 via official bank check issued from National Penn Bank bearing check No. 686594, issued from the account of Hillcrest Medical Plaza LLC.

This amount is satisfactory to redeem the above matter from the foreclosure Sheriff Sale which was conducted on November 28, 2011. A statement of judgment, fees, and commissions is attached. Also attached hereto is copy of the redemption check and the Corporate Resolution from Hillcrest Medical Plaza.

Very truly yours,

Michele Lake
Sr. Execution Clerk

cc: David P. Gallant, Sheriff
Joseph J. Bell, Esq., Warren County Counsel
Timothy P. McKeown, Esq.

Liberty Bell vs Hillcrest Medical

JUDGMENT CALCULATIONS FOR NOVEMBER 28 SALE DATE:

Judgment	\$ 10,946,138.40
Contract Interest @7.250% from 9/30/11 to 10/26/11)	56,529.98
Judgment Interest @2.5% from 10/27 to 11/28/11 (33 days interest / per diem is \$749.74)	24,741.42
Taxed Costs	8,729.80
Interest on Taxed Costs @2.5% from 10/27/11 to 11/28/11 (33 days interest / per diem is \$0.60)	19.80
TOTAL JUDGMENT, INTEREST, COSTS	\$ 11,036,159.40

Commission:

6% of \$ 5,000.00	\$ 300.00
4% of \$ 11,031,159.40	441,246.38
	<u>\$ 441,546.38</u>

Fees & Newspaper:

	<u>2,045.14</u>
TOTAL COMM., FEES, & NEWSPAPER	\$ 443,591.52

UPSET TOTAL FOR SALE DATE	\$ 11,479,750.92
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RECEIVED
WARREN COUNTY
SHERIFF
11 DEC -8 PM 12:50

686594

12/08/2011

11,479,750.92

NATIONAL PENN BANK

WARREN COUNTY SHERIFF

HILLCREST MEDICAL PLAZA LLC
ACCOUNT NUMBER: 217731333

WARREN COUNTY SHERIFF

HILLCREST MEDICAL PLAZA LLC
ACCOUNT NUMBER: 217731333

686594

11,479,750.92

NATIONAL PENN BANK

WARREN COUNTY SHERIFF

HILLCREST MEDICAL PLAZA LLC
ACCOUNT NUMBER: 217731333

686594 11,479,750.92

OFFICIAL CHECK



WARREN COUNTY SHERIFF

NON NEGOTIABLE

HILLCREST MEDICAL PLAZA LLC
ACCOUNT NUMBER: 217731333

686594

12/08/2011

11,479,750.92

HILLCREST MEDICAL PLAZA, LLC

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INMED INVESTORS, L.L.C
a New Jersey limited liability company

By: HZFPM, L.L.C, its Managing Member

By: Paul McArthur
Name: Paul McArthur
Title: Managing Member of HZFPM, LLC
its Managing Member

Subscribed and Sworn to me this
Day 8 of December, 2011


Michael J. Perubek, Esq.
Michael J. Perubek, Esq.
Attorney-at-Law of the State of New Jersey

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of September, 2013, served a true and correct copy of the First Amended Complaint via first class mail, postage prepaid and ECF upon the following:

Philip S. Rosenzweig, Esquire
Silverang Donohoe Rosenzweig & Haltzman LLC
595 East Lancaster Avenue, Suite 203
St. Davids, PA 19087
Counsel for Defendants

ALAN L. FRANK LAW ASSOCIATES, P.C.



ALAN L. FRANK, ESQUIRE
135 Old York Road
Jenkintown, PA 19046
T: 215.935.1000/F: 215.935.1110
E-mail: alfrank@alflaw.net
Counsel for Plaintiff